

IN THE UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA (RICHMOND)

In Re: ) Case No. 08-35653-KRH  
CIRCUIT CITY STORES, INC., ) Richmond, Virginia  
ET AL., )  
Debtors. ) May 26, 2021  
----- ) 1:01 p.m.

TRANSCRIPT OF HEARING ON  
MOTION FOR FINAL DECREE FILED BY CIRCUIT CITY STORES, INC.  
BEFORE THE HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES: (All present by video or telephone)

For the Debtors: LYNN L. TAVENNER, ESQ.  
PAULA STEINHILBER BERAN, ESQ.  
TAVENNER & BERAN, PLC  
20 North Eighth Street,  
Richmond, VA 23219

For the Circuit City Stores,  
Inc. Liquidating Trust: ANDREW W. CAINE, ESQ.  
PACHULSKI STANG ZIEHL & JONES  
LLP  
10100 Santa Monica Boulevard  
Los Angeles, CA 90067

Also Present: Alfred Siegel  
Trustee of Liquidating Trust  
  
Katie Bradshaw  
General Manager of Liquidating  
Trust  
  
Jeff McDonald  
VP Tax at Circuit City

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PROCEEDINGS RECORDED BY ELECTRONIC SOUND RECORDING.

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1 THE CLERK: The court is now in session. Please come  
2 to order.

3 THE COURT OFFICER: Item 22, Circuit City Stores,  
4 Inc., motion for final decree.

5 THE COURT: Good afternoon.

6 MR. CAINE: Good day, Your Honor. Andrew Caine,  
7 Pachulski Stang Ziehl & Jones, along with my cocounsel, Lynn  
8 Tavenner and Paula Beran of Tavenner & Beran. Also with us is  
9 the trustee of the liquidating trust, Alfred Siegel, and Katie  
10 Bradshaw, the general manager of the liquidating trust.

11 THE COURT: All right.

12 MR. CAINE: As well we have -- we also have Jeff  
13 McDonald. Gang's all here, Your Honor. We also have Jeff  
14 McDonald, whom you know --

15 THE COURT: I do.

16 MR. CAINE: -- who is responsible for a variety of  
17 matters for the trustee, including tax matters.

18 THE COURT: Excellent. Good to see you again, Mr.  
19 McDonald. Mr. Siegel, good to see you, sir. And of course Ms.  
20 Bradshaw is somebody that I know well, has been sentenced to  
21 about eight years now with us. So -- or whatever it's been;  
22 longer than that.

23 But in any event, you may proceed with the motion, Mr.  
24 Caine.

25 MR. CAINE: Thank you, Your Honor. We're here on the

1 liquidating trust's motion for a variety of items of relief  
2 essentially to close the case. The case has been pending since  
3 2008. The trust has been operating since late 2010, and we are  
4 extremely pleased at the results that the trust has been able  
5 to achieve, having distributed fifty-five percent to general  
6 unsecured creditors.

7 The disclosure statement that was approved by the  
8 Court in 2010 predicted a range of sixteen to thirty-two cents,  
9 but it was widely publicized by debtors' council that they  
10 believed that the recovery would be sixteen percent. And so we  
11 have distributed approximately forty percent more than that.

12 As it notes in the motion, the trustee was hopeful to  
13 be able to make one more distribution, based on some revenue  
14 recoveries from antitrust and other actions, but it didn't  
15 quite work out as we had hoped, and so this motion is before  
16 you now so that we can close this long-running chapter.

17 In the motion itself we have asked for the issuance of  
18 the final decree, that the Court approve the final report of  
19 the trustee, which is attached to the motion, for authority to  
20 destroy books and records of the trust, although, as mentioned  
21 in the motion, the trustee will retain certain documents in  
22 order to comply with tax and other laws and regulations that  
23 may require reports, or otherwise, after the entry of the final  
24 decree.

25 We ask for authority to terminate the duties of the

1 claims and noticing agent. We ask for release of the trustee,  
2 his professionals, and the oversight committee from their  
3 duties and any liabilities relating to the trust.

4 Of course, Your Honor, even after issuance of the  
5 final decree, there are going to be some tasks required of the  
6 trust and its professionals. There will be the requirement to  
7 destroy the books and records, to send the claims to the clerk  
8 of the bankruptcy court as required by the court system.

9 There will be tax returns to be filed and other  
10 reports required by state, local and federal law. There will  
11 be responses to inquiries of claimants, government entities,  
12 numerous parties who reach out to the trust and have been for  
13 the past many years.

14 There will be obligations to respond to subpoenas and  
15 other items that turn up, from time to time, to require the  
16 trust counsel and Ms. Bradshaw and Mr. McDonald to become  
17 involved in responding to those things. There's a variety of  
18 tasks that are identified in the exhibit to the motion itself.

19 The trust will also be required to dismiss the pending  
20 adversary proceeding against the United States Trustee to  
21 recover U.S. Trustee fees. We have reached agreement with the  
22 U.S. Trustee as to the amount of the fees that are remaining to  
23 be paid, and so the trust will pay those.

24 Your Honor's probably aware of the Fourth Circuit  
25 ruling that overturned what we felt was Your Honor's very

1 learned conclusion with respect to U.S. Trustee's fees. But we  
2 understand --

3 THE COURT: Apparently, I just went to the wrong  
4 circuit. But I think that this Montgomery probably has great  
5 jurisprudence, and that's why her office was able to prevail.

6 MR. CAINE: Yes, Your Honor. We are aware of the  
7 Second Circuit ruling yesterday.

8 But in any event, in the trustee's judgment, it's time  
9 to close the case, and at this point in time, that certainly  
10 appears quite wise.

11 There will be other administrative tasks that the  
12 trust will need to accomplish, just to wrap everything up, as  
13 you can imagine, in a case of this size, after operating for  
14 all of these years.

15 The trustee spent quite a bit of time, as he explains  
16 in his declaration -- and should Your Honor wish to ask him any  
17 questions today, of course Mr. Siegel is available -- to  
18 describe the business judgment that he wrestled with. He and  
19 Ms. Bradshaw, Mr. McDonald went through all the numbers, all  
20 the remaining tasks to try and figure out what we could  
21 distribute to unsecured creditors, and it turns out that it's  
22 .006 percent. And so, in the trustee's judgment, the time and  
23 expense of a distribution was not justified by the percentage  
24 of the distribution, and he is proposing, instead, to donate  
25 the remaining funds to the charities that he has identified in

1 Exhibit B to the motion on the last page thereof.

2           Your Honor I'm sure understands, but involved with the  
3 distribution is not only the preparation of the numbers and the  
4 checks, but then also, if checks come back, you have to leave  
5 the trust open for a certain period of time in order to  
6 administer those that come back, prepare the tax reporting  
7 that's involved with that, as the time comes. And so it would  
8 have extended the life of the trust or the duties of the trust  
9 representatives and, on balance, the trustee felt that the  
10 approach proposed in the motion itself is, in his judgment, the  
11 best approach from here on out.

12           So with all that said, Your Honor, the trust is asking  
13 for the relief that I identified in the beginning of my  
14 presentation.

15           Before I conclude, I just want to say, on a personal  
16 note, that it has been an absolute honor and a pleasure to work  
17 with Your Honor over the past ten plus years in this case, and  
18 I thank you for that opportunity.

19           THE COURT: Thank you, Mr. Caine.

20           Does any party wish to be heard in connection with the  
21 motion?

22           All right, hearing no objections -- that's always a  
23 good thing. These hearings are often some of the most favorite  
24 that I ever conduct because I get a chance to be able to  
25 congratulate everybody on the fine job that they did.

1 I very much respect the business judgment that Mr.  
2 Siegel has exercised. I have been through his declaration, in  
3 some detail, and I think that his considered judgment is spot  
4 on. And I don't make a habit of second guessing my trustees,  
5 but I do want to say that I agree completely with that.

6 And Mr. McDonald and Ms. Bradshaw, you've been in the  
7 trenches here in Richmond doing all of this too, and I  
8 appreciate your fine efforts on behalf of the trust as we've  
9 gone through all of this. I don't have to say those kinds of  
10 things to Ms. Tavenner, Ms. Beran, because they're going to see  
11 me every day anyway in other cases and such.

12 But Mr. Caine, it has been a delight. I appreciated  
13 the excellent work that your firm has done and the opportunity  
14 to meet many of your partners, and such, over the life of this  
15 case, which seemed to go on and on interminably. But now I  
16 think we're properly bringing it to a conclusion.

17 So I will grant your motion in its entirety with the  
18 accolades that I just said. Good job. Thank you, and you're  
19 always welcome to come back, knowing that you're an avid  
20 Dodgers fan, and so that's appreciated. Thank you.

21 MR. CAINE: Thank you very much.

22 THE COURT: All right. All right. Well, is there any  
23 other business we need to take up in Circuit City then today?

24 MR. CAINE: No, Your Honor.

25 THE COURT: Okay. Once again, I thank all of you, and

Colloquy

8

1 we'll be adjourned. Thank you.

2 MR. CAINE: Thank you.

3 THE CLERK: The court is now adjourned.

4 (Whereupon these proceedings were concluded at 1:14 PM)

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C E R T I F I C A T I O N

I, Sharona Shapiro, the court-approved transcriber, do  
hereby certify the foregoing is a true and correct transcript  
from the official electronic sound recording of the proceedings  
in the above-entitled matter.

*Sharona Shapiro*

May 27, 2021

SHARONA SHAPIRO

DATE

AAERT Certified Electronic Transcriber CET-492

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